

LABATON SUCHAROW LLP
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Carol C. Villegas
Jeffrey A. Dubbin (SBN 287199)
140 Broadway
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*Lead Counsel to Lead Plaintiff and the
Proposed Class*

MICHELSON LAW GROUP
Randy Michelson (SBN 114095)
220 Montgomery Street, Suite 2100
San Francisco, California 94104

*Local Bankruptcy Counsel to Lead Plaintiff
and the Proposed Class*

LOWENSTEIN SANDLER LLP
Michael S. Etkin (*pro hac vice*)
Andrew Behlmann (*pro hac vice*)
Scott Cargill
Colleen Maker
One Lowenstein Drive
Roseland, New Jersey 07068

*Special Bankruptcy Counsel to Lead Plaintiff
and the Proposed Class*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

PACIFIC GAS AND ELECTRIC
COMPANY,

Debtors.

- ☒ Affects Both Debtors
☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company

Case No. 19-30088 (DM) (Lead Case)

Chapter 11

(Jointly Administered)

**DECLARATION OF RANDY MICHELSON
ON BEHALF OF THE MICHELSON LAW
GROUP IN SUPPORT OF SECURITIES
LEAD PLAINTIFF'S MOTION PURSUANT
TO BANKRUPTCY CODE SECTIONS
503(B)(3)(D) AND 503(B)(4) FOR
ALLOWANCE AND PAYMENT OF
ATTORNEYS' FEES AND EXPENSES**

Date: TBD
Time: TBD
Before: (Telephonic Appearances Only)
United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, California 94102

Objection Deadline: September 18, 2020, 4:00
PM (PT)

1 I, RANDY MICHELSON, declare as follows:

2 1. I am the principal of Michelson Law Group (“Michelson”). I am submitting this
3 declaration in support of the Securities Lead Plaintiff’s Motion Pursuant to Bankruptcy Code
4 Sections 503(b)(3)(d) and 503(b)(4) for Allowance and Payment of Fees and Expenses, filed
5 herewith (the “Motion”) with respect to Michelson’s attorneys’ fees and expenses in connection
6 with services rendered in the above-captioned Chapter 11 Cases (the “Chapter 11 Cases”) from
7 January 1, 2019 through July 31, 2020 (the “Time Period”).

8 2. My firm was retained by Labaton Sucharow LLP (“Labaton”) to serve as local
9 bankruptcy counsel in the Chapter 11 Cases, as representation for the court-appointed lead
10 plaintiff, Public Employees Retirement Association of New Mexico (“PERA” or “Lead
11 Plaintiff”), as well as the putative class that the Lead Plaintiff represents.

12 3. My firm has been intimately involved in every aspect of the Chapter 11 Cases
13 relating to the interests of the Lead Plaintiff and the putative class, and has worked closely with
14 Labaton as well as bankruptcy counsel Lowenstein Sandler LLP (“Lowenstein”), on numerous
15 matters before the Court that impacted both PERA and putative class members. These matters
16 are described in detail in the Motion.

17 4. Together, my firm, along with Labaton and Lowenstein, have made a substantial
18 contribution in the Chapter 11 Cases on behalf of the Lead Plaintiff and the thousands of putative
19 class members who form a significant constituency in the Chapter 11 Cases.

20 5. The information in this declaration regarding Michelson’s time and expenses is
21 taken from time and expense records prepared and maintained by the firm in the ordinary course
22 of business. These records (and backup documentation where necessary) were reviewed by me
23 and/or others at my firm, under my direction, to confirm both the accuracy of the entries as well
24 as the necessity for and reasonableness of the time and expenses on behalf of Lead Plaintiff and
25 the putative class. The review also confirmed that the firm’s guidelines and policies regarding
26 expenses were followed. As a result of this review, reductions were made to both time and
27 expenses in the exercise of billing judgment. As a result of this review and the adjustments
28

1 made, I believe that the Michelson fees and expenses reflected in the Motion are reasonable in
2 amount and were necessary for the effective and efficient representation of Lead Plaintiff, which
3 representation inured to the significant benefit of the thousands of putative class members whose
4 interests were enhanced and protected as a result of these efforts..

5 6. The schedule attached hereto as **Exhibit A** are the invoices I submitted to
6 Labaton, which contain fees and expenses for work performed in the Bankruptcy. The fee
7 calculation is based on my firm's hourly rates. The invoices were prepared from daily time
8 records regularly prepared and maintained by my firm.¹ Time expended preparing the Motion
9 has not been included.

10 7. The total number of hours spent on this matter by Michelson during the Time
11 Period which are the subject of the Motion is 186.6 hours. The total fee amount for
12 attorney/professional staff time during the Time Period based on the firm's hourly rates is
13 \$110,631.25. My firm has incurred a total of \$1,909.50 in expenses in connection with the
14 Chapter 11 Cases as they related to the Motion. The expenses are reflected on the books and
15 records of my firm. These books and records are prepared from expense vouchers, check
16 records, and other source materials and are an accurate record of the expenses incurred. Fees
17 and expenses total \$112,540.75.

18 8. The hourly rates for the attorneys and professional support staff of my firm
19 included in Exhibit A are at or below my firm's usual and customary hourly rates and are
20 commensurate with hourly rates charged by other professionals in the Chapter 11 Cases. My
21 firm's requested fees are based upon the firm's hourly rates, which do not include charges for
22 expense items. Expense items are recorded separately and are not duplicated in my firm's hourly
23 rates.

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25
26 ¹ To the extent any unredacted information can be construed as work product or attorney-client
27 information, this shall not constitute a waiver as to any related material, or any other work
28 product or privileged material.

9. Detail concerning Lowenstein's time and expense records is separately provided to the Court in the accompanying submission by Michael S. Etkin.

10. Detail concerning Labaton's time and expense records is separately provided to the Court in the accompanying Declaration of Thomas A. Dubbs.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31st day of August, 2020.

/s/ Randy Michelson
RANDY MICHELSON

EXHIBIT A

Michelson Law Group
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San Francisco, CA 94104
415.512.8600 T ♦ 415.512.8601 F
randy.michelson@michelsonlawgroup.com

September 11, 2019

VIA EMAIL (tdubbs@labaton.com)

Thomas A. Dubbs
Labaton Sucharow LLP
140 Broadway
New York, NY 10005

For professional services rendered in connection with Public Employees Retirement Association
of New Mexico/PGE for the period through July 31, 2019.

| | |
|---------------|--------------------|
| Fees | \$34,662.50 |
| Disbursements | <u>292.70</u> |
| Invoice Total | <u>\$34,955.20</u> |

| Date | Atty | Time | Description |
|-------------|-------------|-------------|--|
| 2/15/19 | RM | 0.4 | Call with Mickey Etkin re debtors' intention to file adversary proceeding seeking Section 105 injunction of securities litigation (.2); locate and forward to co-counsel Judge Montali's calendar for case (.2). |
| 2/16/19 | RM | 0.3 | Review and respond to Lou Gottlieb's email re debtors' motion or preliminary injunction. |
| 2/19/19 | RM | 1.3 | Review complaint and Section 105(a) preliminary injunction motion filed in adversary proceeding (1.2); emails with Mickey Etkin re pro hac vice requirements (.1). |
| 2/20/19 | RM | 3.5 | Review agenda for conference call (.1); call with Lou Gottlieb, Tom Dubbs and Mickey Etkin re adversary proceeding, injunction motion and strategy (.8); review adversary proceeding docket (.1); prepare memo re service, court orders and timing (1.2); emails with Mickey Etkin re contacting Toby Keller re production of D&O policies (.1); message for Toby Keller (.1); review notice of hearing and timing of opposition filing (.3); emails with Mickey Etkin, Lou Gottlieb and Tom Dubbs re same (.2); draft three requests for special notice (.3); emails with Lou Gottlieb and Mickey Etkin re same (.1); revise request for special notice (.2). |
| 2/21/19 | RM | 0.5 | Multiple emails with Mickey Etkin and Lou Gottlieb re pro hac vice admissions, request by securities class for insurance policies and requests for special notice. |
| 2/22/19 | RM | 1.4 | Review adversary docket re service (.1); call with Mickey Etkin and Labaton team re service, pro hac vice and timing of injunction motion (.3); circulate requests for special notice and revise per multiple emails (.6); review and respond to Diane Claussen email re notice of appearance (.1); review emails re receipt by Labaton of summons and complaint (.1); emails with Gabe Olivera re pro hac vice requirements and requests for special notice (.2). |
| 2/25/19 | RM | 0.8 | Call with Peter Benvenuti re adversary proceeding and insurance policies (.2); email to team re same (.1); email from and call with Kevin Cramer of Weil re insurance policies (.2); call with Mickey Etkin re his call today with Weil attorneys (.1); review and respond to Peter Benvenuti email (.1); update co-counsel on call with Peter Benvenuti (.1). |
| 2/28/19 | RM | 0.1 | Review Theodore Tsekerides email re production of insurance policies and co-counsel emails re same. |

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| 3/1/19 | RM | 0.5 | Call with Tom Dubbs, Lou Gottlieb and Mickey Etkin re scheduling, insurance policies, motion to dismiss and this afternoon's call with Weil. |
| 3/4/19 | RM | 0.2 | Update from Mickey Etkin re Weil call. |
| 3/5/19 | RM | 0.2 | Review Kevin Kramer email re severing PERA from adversary proceeding, adding York and confidentiality agreement (.1); email to Mickey Etkin re same (.1). |
| 3/6/19 | RM | 0.5 | Emails and call with Diane Claussen re notices of appearance (.3); review Kramer-Etkin emails and Montali profile (.2). |
| 3/7/19 | RM | 0.1 | Emails with Tom Dubbs and Lou Gottlieb re pro hac vice applications and requests for special notice. |
| 3/11/19 | RM | 0.2 | Emails with Lou Gottlieb re pro hac vice applications. |
| 3/12/19 | RM | 0.6 | Review draft confidentiality agreement (.2); review multiple drafts of scheduling stipulation (.3); emails with co-counsel re same (.1). |
| 3/13/19 | RM | 0.7 | Propose changes to scheduling stipulation (.2); communication with co-counsel re same and re their edits (.3); review Weil communications (.2). |
| 3/14/19 | RM | 0.3 | Multiple emails with co-counsel and Weil re revising stipulation. |
| 3/15/19 | RM | 1.0 | Conference call with Mickey Etkin and Labaton team re discussions and stipulations with debtor regarding adversary proceeding and district court securities action. |
| 3/18/19 | RM | 0.6 | Call with Thomas Rupp re advising court that section 105 motion will not proceed next week against PERA (.2); email update to team re same (.1); confer with Diane Claussen re Etkin pro hac vice application and review draft of same (.3). |
| 3/20/19 | RM | 0.4 | Calls with Tom Rupp re advising court that Section 105 hearing will not proceed (.1); email team re same (.1); review and comment on proposed stipulations for bankruptcy and district court (.2). |
| 3/22/19 | RM | 0.5 | Review reply brief on injunction motion (.2); emails with team re same and re language for order on motion (.1); call with from Peter Benvenuti re requested language in order (.2). |
| 3/25/19 | RM | 0.5 | Email from Peter Benvenuti re requested language in order (.1); update co-counsel re same (.1); review emails re confidentiality agreement (.1); email requested language on PI motion to Peter Benvenuti (.1); emails with Mickey Etkin re appearance on Wednesday (.1). |

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| 3/26/19 | RM | 1.4 | Revise, finalize, file and serve notice of appearance for adversary proceeding (.5); emails with Mickey Etkin re form of order on injunction motion (.1); revise Etkin pro hac vice application (.3); review revised Kreller declaration on Section 105(a) motion (.1); review multiple filings in adversary proceeding (.4). |
| 3/27/19 | RM | 2.6 | Prepare for and telephonically attend hearing on Section 105 injunction motion in adversary proceeding (1.7); emails and call with Ruth Jacome re Etkin pro have vice application (.4); review and execute confidentiality agreement (.2); review and update team on Amended Order Implementing Certain Notice and Case Management Procedures (.3). |
| 3/28/19 | RM | 0.1 | Emails with Mickey Etkin re pro hac vice requirements. |
| 3/29/19 | RM | 0.6 | Call with Ruth Jacome re pro hac vice application and waiver of ECF training for Mickey Etkin (.2); revise, file and serve notice of appearance in bankruptcy case (.2); review emails re stipulation (.1); review order approving Etkin pro hac vice application (.1). |
| 4/2/19 | RM | 0.3 | Emails with Lou Gottlieb, Mickey Etkin and Kevin Kramer re scheduling and discovery conference. |
| 4/3/19 | RM | 0.8 | Review stipulation re Rule 26f conference and other deadlines and Etkin email re same (.1); redline stipulation (.1); review and approve proposed order (.1); email from Kevin Kramer and Tom Rupp re same (.1); review draft stipulations in adversary proceeding and district court case re consolidation of PERA and York cases, dismissal of PERA from existing adversary proceeding, etc. (.2); email Lou Gottlieb re same (.1); review entered order in adversary proceeding (.1). |
| 4/5/19 | RM | 0.4 | Review and circulate entered scheduling order in adversary proceeding (.1); review and comment on stipulation re new adversary proceeding (.3). |
| 4/16/19 | RM | 0.2 | Revise proposed brief on payment of independent directors and D&O insurance (.1); call with Lou Gottlieb and Mickey Etkin re same (.1). |
| 4/17/19 | RM | 0.5 | Attention to revising, filing and circulating brief re payment of independent directors and D&O insurance (.4); update team on new hearing date for Simpson Thatcher motion (.1). |
| 4/19/19 | RM | 0.3 | Review revised district court and bankruptcy court stipulations and emails re same. |
| 4/20/19 | RM | 0.3 | Review memo re insurance. |
| 4/26/19 | RM | 0.1 | Review emails re district court and bankruptcy court stipulations. |

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| 5/1/19 | RM | 1.4 | Many emails with multiple parties re district court and bankruptcy court stipulations (.9); attention to finalizing and filing stipulation to dismiss adversary proceeding (.5). |
| 5/2/19 | RM | 0.4 | Circulate filed stipulation and emails re same (.1); review emails re Judge Seeborg recusal from York matter (.1); review additional filings on Simpson Thatcher retention and Etkin emails re same (.2). |
| 5/3/19 | RM | 0.2 | Review motion to set bar date. |
| 5/6/19 | RM | 0.4 | Call with Mickey Etkin. |
| 5/7/19 | RM | 0.2 | Emails with Mickey Etkin re Simpson Thatcher motion and hearing (.1); send requested pleadings to Mickey Etkin re same (.1). |
| 6/14/19 | RM | 1.2 | Call with co-counsel re newly filed adversary proceeding (.6); calls with Peter Benvenuti re request to defer the PI motion until the PSLRA stay is terminated (.4); emails with co-counsel re same (.2). |
| 6/15/19 | RM | 0.3 | Review third amended complaint. |
| 6/18/19 | RM | 0.2 | Review article about \$1 billion public entities wildfire settlement. |
| 6/19/19 | RM | 2.5 | Review new adversary complaint and PI motion (1.8); calls with co-counsel re same (.7). |
| 6/26/19 | RM | 0.3 | Review noteholder motion to terminate exclusivity. |
| 6/30/19 | RM | 0.5 | Calls with Lowenstein team re opposition to preliminary injunction motion. |
| 7/3/19 | RM | 0.2 | Review tort claimants' stay relief motion. |
| 7/8/19 | RM | 0.5 | Review and work on Lou Gottlieb request for research on California bankruptcy cases with securities fraud issues. |
| 7/9/19 | RM | 0.3 | Confer with Kristen Palumbo re securities fraud research. |
| 7/9/19 | KP | 3.1 | Review PG&E adversary complaint and injunction motion re PERA litigation (.3); research re bankruptcy cases involving securities fraud claims (2.4); email to Randy Michelson re same (.2); telephone call with Randy Michelson re same (.2). |
| 7/10/19 | RM | 1.0 | Review research on securities fraud issues in bankruptcy (.2); draft email to Lou Gottlieb re same (.2); review and redline draft brief in opposition to PI motion (.6). |
| 7/10/19 | KP | 3.4 | Research re bankruptcy cases involving securities claims (3.3); emails with Randy Michelson re same (.1). |

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| 7/11/19 | RM | 1.9 | Review and forward to co-counsel revised list of bankruptcy case with securities fraud cases and followup re same (.4); all hands conference call re brief (.8); review Behlman and Etkin emails re involvement with bankruptcy cases involving securities fraud claims (.3); confer with Kristen Palumbo re same (.2); emails with Lou Gottlieb and his staff re pro hac vice (.2). |
| 7/11/19 | KP | 1.5 | Research re bankruptcy cases involving securities claims (1.4); email to Randy Michelson re same (.1). |
| 7/12/19 | RM | 0.5 | Review and analyze further research (.3); emails to team re same (.2). |
| 7/12/19 | KP | 3.7 | Review and analysis of bankruptcy case dockets for cases involving Weil, securities claims and injunction motions (3.5); emails to Randy Michelson re same (.2). |
| 7/15/19 | RM | 0.4 | Review and redline opposition brief. |
| 7/16/19 | RM | 0.7 | Confer with Andrew Behlman re procedural requirements relevant to brief (.3); review brief (.3); emails with Lou Gottlieb re hearing date and pro hac vice (.1). |
| 7/17/19 | RM | 1.2 | Work on opposition to PI motion (.5); confer with co-counsel re same (.3); review commitment letter (.2); review and analyze case management order with regard to brief and provide to Andrew Behlman (.2). |
| 7/18/19 | RM | 1.5 | Call with Tom Dubbs re whether to file expert witness statement (.3); call with Lou Gottlieb re same (.2); emails and calls with Beth Lawler re filing issues (.5); review committee statement on motion to terminate exclusivity (.1); review drafts of opposition (.4). |
| 7/19/19 | RM | 0.7 | Review debtors' claim estimation motion (.3); review and revise proposed POS and email Beth Lawler re same (.2); emails with Lou Gottlieb re attendance at hearing on motion to terminate exclusivity (.2). |
| 7/23/19 | RM | 1.1 | Call with Tom Dubbs and Lou Gottlieb re client call on Friday (.6); review agenda re same (.2); review motion for relief from the automatic stay to litigate the debtors' liability for the Tubbs Fire in state court (.2); emails with Andrew Behlman re exclusivity motion (.1). |
| 7/24/19 | RM | 3.2 | Prepare for and attend hearing on motion to terminate exclusivity (3.0); emails with co-counsel re same (.2). |
| 7/26/19 | RM | 2.5 | Prepare for and attend all hands conference call with clients and counsel. |

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| 7/29/19 | RM | 0.2 | Emails with Melonie Penrhym re Lou Gottlieb pro hac vice application (.1); review and comment on same (.1). |
| 7/31/19 | RM | 0.4 | Call with Mickey Etkin re hearing schedule (.2); review docket re current hearing dates (.2). |

57.8

BILLING SUMMARY

| <u>Fees</u> | | | |
|--------------------|--------------|-------------|--------------------|
| Attorney | Hours | Rate | Amount |
| Randy Michelson | 46.1 | \$625 | \$28,812.50 |
| Kristen Palumbo | 11.7 | \$500 | \$5,850.00 |
| | | | \$34,662.50 |

| <u>Disbursements</u> | | |
|-----------------------------|---|-----------------|
| Date | Description | Amount |
| 3/26/19 | Postage | \$13.20 |
| 3/27/19 | CourtCall – attendance at adversary proceeding hearing by telephone | \$65.00 |
| 3/29/19 | Postage | \$7.15 |
| 3/31/19 | PACER – 1 st quarter court search fees | \$16.60 |
| 4/13/19 | PACER - court search fees | \$0.70 |
| 4/17/19 | Postage | \$7.15 |
| 6/30/19 | PACER - 2 nd quarter court search fees | \$2.50 |
| 7/31/19 | Copying costs – 902 pages | \$180.40 |
| | | \$292.70 |

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January 9, 2020

VIA EMAIL (tdubbs@labaton.com)

Thomas A. Dubbs
Labaton Sucharow LLP
140 Broadway
New York, NY 10005

For professional services rendered in connection with Public Employees Retirement Association of New Mexico/PGE for the period through December 31, 2019.

| | |
|---------------|--------------------|
| Fees | \$10,562.50 |
| Disbursements | <u>432.00</u> |
| Invoice Total | <u>\$10,994.50</u> |

| Date | Atty | Time | Description |
|-------------|-------------|-------------|---|
| 8/6/19 | RM | 0.1 | Review and circulate email inquiry from Gannett reporter. |
| 8/12/19 | RM | 0.1 | Review PG&E proposed timeline for plan process. |
| 8/16/19 | RM | 0.5 | Review and respond to email from Jeffrey Dubbin re docket on stipulation and follow up with court clerk re correcting docket re same. |
| 8/20/19 | RM | 0.6 | Team conference call re next week's PI hearing. |
| 8/25/19 | RM | 0.1 | Review and circulate judge docket order re PI hearing. |
| 8/26/19 | RM | 0.7 | Preparation for hearing on PI motion. |
| 8/27/19 | RM | 3.5 | Attend PI hearing and meet with team. |
| 9/3/19 | RM | 0.2 | Review and comment on limited objection to de minimis asset sale motion and emails re same. |
| 9/4/19 | RM | 0.4 | Call with Tom Dubbs re strategy (.2); emails with Beth Lawler re limited objection (.2). |
| 9/5/19 | RM | 0.8 | Call with Michael Sabella, counsel to tort committee, re limited objection to motion to debtors' motion to de minimis asset sales, review proposed language for stipulation re same, and emails with PERA team re same. |
| 9/6/19 | RM | 0.6 | Emails with Lou Gottlieb and Tom Dubbs re stipulation (.2); review Michael Sabella's proposed changes and circulate same (.1); emails with Michaela Sabella re same (.1); review court's tentative ruling on limited objection and emails re same (.2). |
| 9/9/19 | RM | 0.3 | Emails re language for order on limited objection (.2); review emails re filing of debtors' plan (.1). |
| 9/10/19 | RM | 0.2 | Emails re uploading order on limited objection and circulate signed order. |
| 9/11/19 | RM | 0.3 | Update and strategy call with Mickey Etkin. |
| 9/18/19 | RM | 0.2 | Message from Tom Dubbs re payments by attorneys. |
| 9/19/19 | RM | 0.5 | Call with Mickey Etkin re insurance strategy (.2); multiple emails re termination of exclusivity and TCC/noteholder plan (.3). |
| 9/23/19 | RM | 0.2 | Review emails and sample Rule 7023 motion. |
| 9/24/19 | RM | 0.1 | Review Behlman summary of today's status conference. |

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| 9/26/19 | RM | 0.4 | Emails and call with Kim Morris, TCC counsel re debtors' payment of Simpson Thacher fees. |
| 9/27/19 | RM | 0.2 | Update PERA team on communications with TCC counsel re debtors' payment of attorneys' fees. |
| 9/28/19 | RM | 0.3 | Emails with team and Kim Morris of Baker Hostetler re opposing Simpson Thacher fee application. |
| 10/1/19 | RM | 0.2 | Review UCC filing supporting termination of exclusivity. |
| 10/2/19 | RM | 0.1 | Emails with team re Simpson fees and next interim fee application date. |
| 10/7/19 | RM | 0.1 | Review court docket text re hearing on motion to terminate exclusivity. |
| 10/8/19 | RM | 0.4 | Review Simpson Thacher fee application (.2); further emails with Kim Morris and PERA team re TCC opposing Simpson Thacher fee application (.2). |
| 10/10/19 | RM | 0.3 | Review order terminating exclusivity (.1); review and redline objection to Simpson Thacher's fee application (.2). |
| 10/21/19 | RM | 0.1 | Emails with Andrew Behlmann re filing of objection to fee application. |
| 11/5/19 | RM | 0.2 | Review and comment on Simpson Thacher meet and confer letter and emails re same. |
| 11/6/19 | RM | 0.3 | Review draft 7023 motion. |
| 11/13/19 | RM | 0.2 | Review debtors' opposition to another Rule 7023 motion. |
| 11/18/19 | RM | 0.1 | Review draft opposition to Simpson Thacher fifth fee application and emails with Andrew Behlmann re status of meet and confer. |
| 11/25/19 | RM | 0.2 | Review updated Rule 7023 objection. |
| 11/27/19 | RM | 0.1 | Review emails re latest Simpson Thacher fee application and objection thereto. |
| 12/3/19 | RM | 0.1 | Review order denying others' Rule 7023 motion. |
| 12/9/19 | RM | 0.1 | Emails re latest draft of Rule 7023 motion. |

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| 12/10/19 | RM | 0.5 | Review and respond to email from Peter Benvenuti re timing on Rule 7023 motion; discuss negotiating an alternative briefing schedule with PERA team and Peter Benvenuti (.3); email from and call with David Richardson, counsel to the TCC, about hearing schedule (.2). |
| 12/11/19 | RM | 0.2 | Emails with Mickey Etkin re stipulation regarding Rule 7023 briefing schedule and hearing date. |
| 12/12/19 | RM | 0.2 | Emails to Peter Benvenuti and David Richardson re forthcoming stipulation. |
| 12/14/19 | RM | 0.1 | Review draft objection to Simpson Thacher fee application. |
| 12/16/19 | RM | 0.5 | Review reservation of rights on restructuring support agreement (.1); emails with Andrew Behlmann re covering hearing on same (.1); call with Bob Julian, TCC committee counsel, re PERA reservation of rights re restructuring support agreement (.2); update PERA counsel re same (.1). |
| 12/17/19 | RM | 0.1 | Review Behlmann summary of hearing on tort committee RSA motion. |
| 12/18/19 | RM | 0.2 | Emails with Peter Benvenuti re forthcoming scheduling stipulation (.1); update team re same (.1). |
| 12/19/19 | RM | 0.3 | Revise and circulate scheduling stipulation and emails re same. |
| 12/20/19 | RM | 0.6 | Amend scheduling stipulation and order twice and emails re same. |
| 12/23/19 | RM | 0.1 | Communicate with Andrew Behlmann re filig stipulation and order. |
| 12/24/19 | RM | 0.2 | Attention to filing stipulation and uploading order. |
| 12/27/19 | RM | 0.9 | Review and circulate signed scheduling order (.1); prepare, file and serve amended notice of hearing and filing and service of same (.8). |
| 12/30/19 | RM | 0.1 | Email Mickey Etkin about discussing Rule 7023 motion with tort committee counsel. |
| 12/31/19 | RM | 0.1 | Message for David Richardson about scheduling call to discuss Rule 7023 motion. |

16.9

BILLING SUMMARY

| <u>Fees</u> | | | |
|-----------------|-------|-------|--------------------|
| Attorney | Hours | Rate | Amount |
| Randy Michelson | 16.9 | \$625 | \$10,562.50 |

| <u>Disbursements</u> | | |
|----------------------|--|-----------------|
| Date | Description | Amount |
| 8/27/19 | Parking for PI hearing | \$12.00 |
| 8/31/19 | Additional PACER - 2 nd quarter court search fees | \$372.20 |
| 9/30/19 | PACER – 3 rd quarter court search fees | \$10.00 |
| 12/31/19 | Copying costs – 189 pages | \$37.80 |
| | | \$432.00 |

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March 16, 2020

VIA EMAIL (tdubbs@labaton.com)

Thomas A. Dubbs
Labaton Sucharow LLP
140 Broadway
New York, NY 10005

For professional services rendered in connection with Public Employees Retirement Association of New Mexico/PGE for the period through February 29, 2020.

| | |
|---------------|--------------------|
| Fees | \$26,281.25 |
| Disbursements | <u>976.38</u> |
| Invoice Total | <u>\$27,257.63</u> |

| Date | Atty | Time | Description |
|-------------|-------------|-------------|--|
| 1/3/2020 | RM | 0.4 | Email Mickey Etkin about no response yet re call with TCC counsel re Rule 7023 motion (.1); review notice of fee applications and emails with team re same (.2); emails with Andrew Behlmann re need to file COS on Monday (.1). |
| 1/7/2020 | RM | 0.3 | Call with Jeff Dubbin re docket and possible rescheduling of hearing. |
| 1/8/2020 | RM | 0.4 | Call with Rob Harris, counsel to TURN, re Rule 7023 motion (.2); emails with Mickey Etkin re no response yet to my call to TCC counsel and possible postponement of hearing on Rule 7023 motion (.2). |
| 1/9/2020 | RM | 0.1 | Email to Andrew Behlmann re need to file COS re amended hearing notice. |
| 1/14/2020 | RM | 0.1 | Review DebtWire article on PG&E circulated by Mickey Etkin. |
| 1/15/2020 | RM | 0.6 | Review tort committee opposition to Rule 7023 motion (.5); email Mickey Etkin and Andrew Behlmann re same (.1). |
| 1/16/2020 | RM | 0.7 | Emails with Nicole Fulfree re COS for amended notice of hearing on Rule 7023 and review same (.2); emails with Andrew Behlmann re views on Rule 7023 opposition briefs (.2); calls and emails with Lowenstein team re procedure for seeking leave to file oversized brief (.3). |
| 1/17/2020 | RM | 0.9 | Begin drafting application for leave to file oversized reply brief on Rule 7023 motion. |
| 1/19/2020 | RM | 0.1 | Review draft opposition to Simpson fees. |
| 1/20/2020 | RM | 2.2 | Work on application for leave to file oversized reply brief on Rule 7023 motion (1.9); various communications with Nicole Fulfree and Colleen Maker re same (.3). |
| 1/21/2020 | RM | 0.1 | Review filed opposition to Simpson fees. |
| 1/22/2020 | RM | 1.5 | Revise and redline ex parte application (.5); emails and call with Beth Lawler re need to file declarations separately with reply (.2); emails with Colleen Maker re filing procedures (.1); call with Tom Dubbs and Mickey Etkin re next week's Rule 7023 hearing (.6); review and circulate Judge Montali's calendar (.1). |
| 1/23/2020 | RM | 1.0 | Review draft reply and declaration (.4); emails with team and call with Mickey Etkin re whether to bring witnesses to hearing (.3); review Judge Montali's case management order re same (.2); email Mickey Etkin re calendar changes for 2/29 (.1) |

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| 1/27/2020 | RM | 0.5 | Review docket entry order re Rule 7023 motion and emails re same (.2); emails with Rob Harris re 7023 motion (.2); advise team of Harris call with Karotkin (.1). |
| 1/28/2020 | RM | 0.4 | Call with Tom Dubbs re Rule 7023 motion (.3); emails with Jeff Dubbin re same (.1). |
| 1/29/2020 | RM | 5.3 | Attend hearing on Rule 7023 motion and meet with co-counsel re same. |
| 2/3/2020 | RM | 0.9 | Call with Jeff Dubbin re tomorrow's status conference and whether he needs to apply for pro hac admission (.3); review and circulate court order on Rule 7023 motion (.2); call with Mickey Etkin re same (4). |
| 2/4/2020 | RM | 2.9 | Emails with Tom Dubbs re briefing in response to tentative decision (.1); attend bankruptcy court status conference (2.7); email to Jeff Dubbins re same (.1). |
| 2/5/2020 | RM | 0.1 | Emails with Mickey Etkin re strategy re 7023 motion. |
| 2/12/2020 | RM | 0.2 | Call with Colleen Maker re disclosure statement objection. |
| 2/13/2020 | RM | 0.1 | Emails with Mickey Etkin re status of supplemental brief and settlement discussions. |
| 2/14/2020 | RM | 0.5 | Review multiple drafts of Rule 7023 supplemental brief and emails re same. |
| 2/15/2020 | RM | 0.8 | Review official committee and tort committee supplemental briefs. |
| 2/17/2020 | RM | 1.8 | Review order re additional hearing on Rule 7023 motion (.1); emails with Andrew Behlmann re procedure to strike declaration filed with debtors' supplemental brief (.2); review motion to strike (.2); attention to making motion to strike compliant with bankruptcy local rules (.7); confer with Colleen Maker and Nicole Fulfree re same (.2); call with Mickey Etkin re Rule 7023 issues (.2); review mediation order (.2). |
| 2/18/2020 | RM | 2.1 | Attention to making motion to shorten time compliant with bankruptcy local rules (.7); review final motion to strike (.2); call with Nicole Fulfree and Colleen Maker re possible impact of mediation order on hearing re Rule 7023 motion (.2); call and emails with Mickey Etkin re same and re whether to file motion to strike (.2); message for Lorena Parada, courtroom deputy, whether hearing will proceed in light of mediation order (.1); review notice to counsel of OST (.1); review judge's docket order on motion to strike and confer re same (.3); call with Mickey Etkin re same (.3); |
| 2/19/2020 | RM | 0.7 | Call with Tom Dubbs re tomorrow's hearing (.3); prepare for hearing (.4). |

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| 2/20/2020 | RM | 2.7 | Attend hearing on Rule 7023 motion (2.4); call with Mickey Etkin (.2); email Tom Dubbs (.1). |
| 2/21/2020 | RM | 0.7 | Calls with Tom Dubbs re Judge Newsome and mediation (.5); email to and call with Judge Newsome re same (.2). |
| 2/24/2020 | RM | 0.5 | Call with Mickey Etkin about mediation and settlement (.3); review Memorandum Decision on Rule 7023 motion (.2). |
| 2/25/2020 | RM | 0.7 | Call with Mickey Etkin re Rule 7023 Memorandum Decision and response re same (.2); review proposed revisions to claims notice, proof of claim and order and emails re same (.4); review docket order re hearing tomorrow (.1). |
| 2/25/2020 | RM | 5.3 | Travel (billed at 50%). |
| 2/26/2020 | RM | 5.1 | Emails with Mickey Etkin and Nicole Zeiss (.3); email filed document to Lorena Parada, courtroom deputy (.1); attend Rule 7023 hearing (3.7); review PERA's and debtors' filings re form of notice, proof of claim and order (.3); confer with Judge Newsome and email team re same (.2); review debtors' filings re revisions to documents filed during hearing (.3); review emails re post-hearing meet and confer (.2). |
| 2/26/2020 | RM | 6.2 | Travel (billed at 50%). |
| 2/27/2020 | RM | 1.5 | Review proposed edits to claim bar date documents (.5); emails with Mickey Etkin re same (.2); attend hearing on Rule 7023 motion (.6); follow up emails to Mickey Etkin and Nicole Zeiss (.2). |
| 2/28/2020 | RM | 0.4 | Call with Nicole Zeiss about noticing of class-members and upcoming mediation (.3); circulate article about record PG&E fine for the 2017 and 2018 wildfires proposed by the CPUC (.1). |

47.8

BILLING SUMMARY

Fees

| Attorney | Hours | Rate | Amount |
|--|-------------|----------|--------------------|
| Randy Michelson | 36.3 | \$625.00 | \$22,687.50 |
| Randy Michelson – Travel (2/25 and 2/26 billed at 50%) | 11.5 | \$312.50 | \$3,593.75 |
| TOTAL | <u>47.8</u> | | <u>\$26,281.25</u> |

Disbursements

| Date | Description | Amount |
|-----------|---|-----------------|
| 1/29/2020 | Hearing on Rule 7023 motion: Uber (\$10.22 and \$8.44) | \$18.66 |
| 2/4/2020 | Status conference: Courtcall | \$95.00 |
| 2/20/2020 | Hearing on Rule 7023 motion: Parking at court (\$20) and office (\$35). | \$55.00 |
| 2/24/2020 | Hearing on Rule 7023 motion: Airfare to SF (\$681.20); Uber (\$9.71 and \$8.61) | \$699.52 |
| 2/27/2020 | Hearing on Rule 7023 motion: CourtCall | \$35.00 |
| 2/29/2020 | Copies - 366 (billed at \$.20/page) | \$73.20 |
| | | <u>\$976.38</u> |

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August 22, 2020

VIA EMAIL (tdubbs@labaton.com)

Thomas A. Dubbs
Labaton Sucharow LLP
140 Broadway
New York, NY 10005

For professional services rendered in connection with Public Employees Retirement Association
of New Mexico/PGE for the period through July 31, 2020.

| | |
|---------------|--------------------|
| Fees | \$39,125.00 |
| Disbursements | <u>\$208.42</u> |
| Invoice Total | <u>\$39,333.42</u> |

| Date | Atty | Time | Description |
|-------------|-------------|-------------|---|
| 3/1/20 | RM | 0.3 | Review TCC motion for standing to prosecute estate claims. |
| 3/3/20 | RM | 0.5 | Review draft disclosure statement objection and respond to questions from Colleen Maker (.2); email team re message from TCC counsel, Dave Richardson, re bankruptcy court's order on mediation (.1); call with Dave Richardson (.1); emails with team re same (.1). |
| 3/4/20 | RM | 0.7 | Further review of TCC motion for standing to prosecute estate claims (.2); message for Colleen Maker re same (.1); review draft objection to proposed disclosure statement and solicitation procedures (.4). |
| 3/5/20 | RM | 0.4 | Draft email in response to Colleen Maker's questions about TCC standing motion (.2) call with Jeff Dubbin re disclosure statement objection (.2). |
| 3/9/20 | RM | 2.1 | Call with Jeff Dubbin re tomorrow's disclosure statement hearing (.6); review order re tomorrow's hearing (.2); review fire victims rule 7023 motion (.2); call with Rob Harris re same (.2); review Governor's brief on disclosure statement (.1); multiple emails re riding through and debtors' amended disclosure statement (.4). |
| 3/10/20 | RM | 8.4 | Prepare for and attend hearing on disclosure statement (7.3); confer with Andrew Behlmann (1.1). |
| 3/11/20 | RM | 0.1 | Review summary of disclosure statement hearing. |
| 3/12/20 | RM | 0.2 | Call with Jeff Dubbin re PG&E stock price. |
| 3/13/20 | RM | 0.1 | Call with Jeff Dubbin re PG&E stock. |
| 3/16/20 | RM | 0.3 | Call with Mickey Etkin re possible bar date continuance in light of COVID-19. |
| 3/17/20 | RM | 0.3 | Confer with team re bar date. |
| 3/19/20 | RM | 0.2 | Review draft opposition to TCC derivative standing motion. |
| 3/23/20 | RM | 0.5 | Review stipulation granting TCC standing and emails re same. |
| 3/24/20 | RM | 3.1 | Call with Mickey Etkin re derivative standing (.2); emails re same (3); draft response to derivative standing stipulation and confer re same (1.5); prepare for tomorrow's hearing (.6); draft email to Lorena Parada re opposition to TCC standing motion and then forward to Benjamin Gapuz (.5). |
| 3/27/20 | RM | 0.2 | Confer with Colleen Maker and Kristen Palumbo re surreply to TCC standing motion. |
| 3/28/20 | RM | 0.1 | Emails with Colleen Maker re standing motion surreply. |
| 3/29/20 | RM | 0.3 | Review exemplars of motion to file surreply (.2); email Colleen Maker re same (.1). |
| 3/29/20 | KP | 0.3 | Research re administrative motion for permission to file surreply. |
| 3/31/20 | RM | 0.6 | Emails with Nicole Zeiss re extension of dates due to COVID-19 (.1); review Mickey Etkin email re same and re tracking claims filings (.2); review TCC reply brief on standing (.3). |

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| 4/1/20 | RM | 0.6 | Call with Mickey Etkin re securities proofs of claim. |
| 4/2/20 | RM | 0.6 | Review and comment on motion for leave to file surreply and propose surreply and emails re same. |
| 4/5/20 | RM | 0.4 | Review updated surreply and motion to file same. |
| 4/6/20 | RM | 0.7 | Call with Mickey Etkin re securities claims and issues re bar date and Prime Clerk (.3); review email to PG&E counsel re same and Weil response (.2); review comments on new draft of motions (.2). |
| 4/7/20 | RM | 0.5 | Multiple emails with team re requirements of OST and motion (.4); Review PG&E response re same (.1). |
| 4/8/20 | RM | 0.4 | Review orders re letter from TCC to fire victims and granting PERA motion to shorten time and emails re same. |
| 4/10/20 | RM | 0.4 | Review debtors' statement re TCC standing motion and emails re same. |
| 4/13/20 | RM | 1.5 | Conference call with team re TCC standing motion and court's order re same. |
| 4/14/20 | RM | 2.4 | Preparation for and attendance at hearing on TCC standing motion. |
| 4/15/20 | RM | 0.4 | Review order denying TCC standing and confer with team re same. |
| 4/21/20 | RM | 0.2 | Review and comment on proposed letter to Judge Montali requesting status conference following passing of extended bar date. |
| 4/23/20 | RM | 0.5 | Call with Tom Dubbs re strategy with regard to proofs of claim. |
| 4/25/20 | RM | 0.3 | Review fire victim joinder re improper solicitation (.2); review Miller analysis re value (.1). |
| 4/26/20 | RM | 0.3 | Review debtors' omnibus reply re late-filed claims, new draft of Lowenstein letter to Judge Montali, and proposed edits to same. |
| 4/27/20 | RM | 1.0 | Call with Tom Dubbs and Mickey Etkin re upcoming call with mediators (.4); Zoom call with Layn Phillips, Judge Randy Newsome, Tom Dubbs and Mickey Etkin (.6). |
| 4/28/20 | RM | 1.7 | Debrief call with Tom Dubbs and Mickey Etkin (1.0); review Docket Text Order on motions re late-filed claims (.1); review and revise letter to court requesting status conference (.2); review TCC motion to employ special counsel (.2); review proposed document demands and emails re same (.2). |
| 4/29/20 | RM | 0.4 | Revise letter to Judge Montali and emails re same (.2); review further revisions to letter to Judge Montali requesting status conference (.1); confer with Colleen Maker re same (.1). |
| 4/30/20 | RM | 1.2 | Call with Peter Benvenuti re Debtors' intention to respond to court (.2); review Peter Benvenuti email to Lorena Parada and emails with team re same (.2); multiple calls with Tom Dubbs re pending issues (.6); review proposed discovery requests (.2). |
| 5/1/20 | RM | 0.4 | Multiple emails re document requests and debtors' plan supplement and review same (.3); review debtors' letter objecting to status conference request (.1). |

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| 5/4/20 | RM | 0.6 | Review draft response to Judge Montali (.1); emails with Tom Dubbs re bad faith counsel (.1); review court email re telephonic conference on status conference request (.2); review document demands re confirmation and emails re same (.2). |
| 5/5/20 | RM | 0.1 | Emails with Tom Dubbs re bad faith counsel. |
| 5/6/20 | RM | 2.2 | Conference call with team re today's hearing (1.1); attendance at telephonic hearing on claims (.8); review PG&E omnibus reply to motions to file late claims and team emails re same (.3). |
| 5/12/20 | RM | 2.0 | Emails with Tom Dubbs and Mickey Etkin re objection to injunction language in disclosure statement (.2); review research re Montali cases re same (.8); calls and email with Kristen Palumbo re same (.4); draft email to team re same (.3); revise and send email to team re Judge Montali decisions (.3). |
| 5/12/20 | KP | 3.6 | Review emails from Randy Michelson and co-counsel re objection to scope of injunction in proposed plan (.1); review latest PG&E proposed plan (.2); legal research re scope of injunctions previously approved by Judge Montali (2.9); emails with Randy Michelson re same (.2); telephone calls with Randy Michelson re same (.2). |
| 5/14/20 | RM | 0.1 | Review Richard Slack response to document demands. |
| 5/15/20 | RM | 0.3 | Review objection to confirmation. |
| 5/18/20 | RM | 0.3 | Review debtors' preliminary plan voting results (.2); draft email to Richard Slack requesting privilege log (.1). |
| 5/26/20 | RM | 0.4 | Call with Mickey Etkin re confirmation hearing and trial (.3); review PERA confirmation exhibit list (.1). |
| 5/29/20 | RM | 0.1 | Review PERA statement re confirmation argument. |
| 5/30/20 | RM | 1.0 | Call with Mickey Etkin re confirmation hearing and use of petition date and variations of TCC and underwriter formulas (.4); call with Tom Dubbs re plan treatment of TCC and securities claimants (.6). |
| 6/1/20 | RM | 0.1 | Review order regarding confirmation scheduling. |
| 6/2/20 | RM | 1.2 | Review transcripts of hearings; call with Tom Dubbs re Friday's argument (.8); review official committee supplemental brief and email team re same (.3). |
| 6/3/20 | RM | 0.3 | Review Andrew Behlmann email re proposed schedule change (.1); review debtor's demonstrative regarding class 10 (.2). |
| 6/4/20 | RM | 0.2 | Emails re tomorrow's court scheduling. |
| 6/5/20 | RM | 3.5 | Attend hearing on confirmation (3.1); call with Tom Dubbs re hearing and mediation (.4) . |
| 6/6/20 | RM | 0.1 | Review Tom Dubbs email to Judge Newsome. |
| 6/8/20 | RM | 4.2 | Review update from Tom Dubbs re mediation (.1); emails with team re argument of confirmation hearing (.3); attend confirmation hearing (3.8). |
| 6/12/20 | RM | 0.1 | Review Tom Dubbs email to Judge Newsome. |

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| 6/16/20 | RM | 0.5 | Review draft response on motion to establish claim objection procedures. |
| 6/17/20 | RM | 0.3 | Review case management procedures and email team re proposed claim objection procedure. |
| 6/19/20 | RM | 0.5 | Review partial withdrawal of PERA plan objections and emails re same (.3); emails with Phil Warden re same (.2). |
| 6/22/20 | RM | 1.4 | Call with Mickey Etkin re settlement, plan and next steps (.3); call with Phil Warden and Mike Alexander re Chevron rescission/damages claim and review Chevron proofs of claim (1.0); email PERA objection to claim objection procedure to Phil Warden (.1). |
| 6/23/20 | RM | 0.3 | Call with Tom Dubbs re plan confirmation and outreach from Chevron counsel. |
| 7/8/20 | RM | 0.1 | Review email from Lorena Parada re status of adversary proceeding and email with Mickey Etkin re same . |
| 7/9/20 | RM | 0.4 | Review notice of PERA withdrawal of proof of claim (.1); follow up emails re dismissal of adversary proceeding (.3). |
| 7/10/20 | RM | 0.5 | Review Peter Benvenuti response to my email, his email to Lorena Parada, and various follow up emails (.3); review Andrew Behlmann email re relief sought in adversary proceeding and confer with Mickey Etkin (.2). |
| 7/13/20 | RM | 0.5 | Draft response to Peter Benvenuti re dismissal of adversary proceeding (.3); review Mickey Etkin comments to same and send revised email (.2). |
| 7/18/20 | RM | 0.1 | Review and respond to Mickey Etkin email re no response from Peter Benvenuti. |
| 7/20/20 | RM | 0.1 | Draft email to Peter Benvenuti. |
| 7/22/20 | RM | 0.2 | Review Peter Benvenuti email re dismissal of adversary proceeding and confer with Mickey Etkin re same. |
| 7/24/20 | RM | 0.4 | Call with Tom Dubbs re strategies to resolve claims and substantial contribution (.4); draft email to Kristen Palumbo re fees sought, reduced, and ordered to date (.2). |
| 7/27/20 | KP | 3.6 | Telephone call with Randy Michelson re fee examiner research project (.2); research and draft memo re fee examiner procedures and practice (3.3); email to Randy Michelson re same (.1). |
| 7/27/20 | RM | 1.0 | Emails and call with Carol Villegas and Jake Vissell-Linsk re Rule 2004 requests (.3); review various emails re Elliott Management motion (.4); attention to fee examiner questions. (.3) . |
| 7/28/20 | RM | 0.7 | Review research re fee examiner procedures and status and draft memo to Tom Dubbs and Mickey Etkin. |
| 7/29/20 | RM | 0.1 | Emails with Mickey Etkin re dismissal of adversary proceeding. |
| 7/30/20 | RM | 0.3 | Draft email to Peter Benvenuti re dismissal of adversary proceeding (.1); review his response and proposed stipulation (.2). |

7/31/20 RM 0.1 Emails with Mickey Etkin re stipulation.

BILLING SUMMARY

Fees

| Attorney | Hours | Rate | Amount |
|-----------------|-------|----------|-------------|
| Randy Michelson | 56.6 | \$625.00 | \$35,375.00 |
| Kristen Palumbo | 7.5 | \$500.00 | \$3,750.00 |
| TOTAL | 64.1 | | \$39,125.00 |

Disbursements

| Date | Description | Amount |
|---------|---|-----------------|
| 3/10/20 | Ubers to and from disclosure statement hearing: \$8.86 and \$10.36. | \$ 19.22 |
| 4/14/20 | CourtCall | \$ 50.50 |
| 8/31/20 | Copies 553 @ \$0.20/page | \$ 110.60 |
| 5/6/20 | CourtCall | \$ 28.10 |
| | | <u>\$208.42</u> |